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IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT  
MR JUSTICE LEWISON  
20 MAY 2011

No. 1723 of 2011



IN THE MATTER OF ROLLS-ROYCE GROUP PLC

-and-

IN THE MATTER OF THE COMPANIES ACT 2006

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**ORDER**

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**UPON THE APPLICATION** of Rolls-Royce Group plc (the *Company*) whose registered office is at 65 Buckingham Gate, London SW1E 6AT by Claim Form dated 7 March 2011

**AND UPON HEARING** Counsel for the Company

**AND UPON READING** the Claim Form and the evidence

**AND UPON** Rolls-Royce Holdings plc (a public company limited by shares incorporated in the United Kingdom with registered number 07524813) and the holder of the one special rights non-voting share of £1 in the Company by Counsel for the Company, also being their Counsel for this purpose, consenting to the Scheme of Arrangement as set out in the First Schedule hereto (the *Scheme*) hereinafter sanctioned and undertaking to be bound thereby and to execute and do and procure to be done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purposes of giving effect to the Scheme



**AND UPON THE COMPANY UNDERTAKING BY COUNSEL** to file an appropriate form of statement of capital forthwith upon the issue of new shares to Rolls-Royce Holdings plc as provided for by the Scheme

**THIS COURT HEREBY SANCTIONS** the Scheme<sup>✓</sup> of Arrangement as set out in the First Schedule hereto

**THE COURT HEREBY ORDERS** that the reduction<sup>✓</sup> of the capital of the Company, from £374,437,743 00 to £1.20 which forms part of the Scheme and was resolved on and effected by a special resolution passed at the Annual General Meeting of the Company held on 6 May 2011 be and is hereby confirmed in accordance with the provisions of the Companies Act 2006

**AND THE COURT APPROVES** the Statement of Capital set out in the Second Schedule hereto

**AND IT IS ORDERED:**

- 1) that a copy of this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Statement of Capital, and
- 2) that notice of the registration by the Registrar of Companies of this Order and of the said Statement of Capital be published once in The Times newspaper within 21 days of such registration

**AND THIS COURT DIRECTS** pursuant to Section 650(2)(a) of the Companies Act 2006 that the Registrar of Companies do register this Order notwithstanding that (insofar as it confirms the reduction<sup>✓</sup> of capital of the Company) it has the effect of bringing the nominal value of the allotted share capital of the Company below the authorised minimum.

Dated 20 May 2011

**PART IV**

**SCHEME OF ARRANGEMENT**

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT

No 1723 of 2011

IN THE MATTER OF ROLLS-ROYCE GROUP PLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

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**SCHEME OF ARRANGEMENT**  
(under Part 26 of the Companies Act 2006)

**BETWEEN**

**ROLLS-ROYCE GROUP PLC**

**AND**

**THE HOLDERS OF THE SCHEME SHARES**  
(as hereinafter defined)

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**Preliminary**

- (A) In this scheme of arrangement, references to Clauses are references to clauses of this scheme of arrangement and the following expressions shall, unless inconsistent with the subject or context, bear the following meanings

<b>ADR</b>	American depositary receipt,
<b>Annual General Meeting</b>	the general meeting of Rolls-Royce Group to be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, United Kingdom at 11 00 a.m. on 6 May 2011, and any adjournment thereof,
<b>Business Day</b>	any day other than a Saturday or Sunday on which banks in London, United Kingdom, are open for normal business,
<b>C Shares</b>	(i) prior to the Scheme Effective Time, Rolls-Royce Group C Shares, and (ii) after the Scheme Effective Time, Rolls-Royce Holdings C Shares,
<b>Certificated or in Certificated form</b>	a share which is not in Uncertificated form (that is, not in CREST),
<b>Companies Act</b>	the UK Companies Act 2006 (as amended from time to time),
<b>Court</b>	the High Court of Justice of England and Wales
<b>Court Hearing</b>	the hearing by the Court of the claim form to sanction the Scheme under section 899 of the Companies Act and confirm the Rolls-Royce Group reduction of capital at which the Court Order will be sought;

<i>Court Meeting</i>	the meeting of Rolls-Royce Group Shareholders to be convened pursuant to an order of the Court pursuant to Part 26 of the Companies Act, to be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, United Kingdom at 11.30 a.m. on 6 May 2011 (or as soon as possible after the conclusion or adjournment of the Annual General Meeting), to consider and, if thought fit, approve the Scheme, including any adjournment thereof,
<i>Court Order</i>	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act and confirming the Rolls-Royce Group reduction of capital,
<i>CREST</i>	the UK-based system for the paperless settlement of trades in listed securities of which Euroclear UK and Ireland Limited is the operator,
<i>CREST Regulations</i>	the Uncertificated Securities Regulations 2001 (SI 2001 No 3755) as amended from time to time
<i>Effective</i>	the Scheme having become effective in accordance with its terms, expected to occur on 23 May 2011,
<i>Euroclear</i>	Euroclear UK & Ireland Limited, the operator of CREST,
<i>holder</i>	a registered holder, including any person entitled by transmission,
<i>members</i>	members of Rolls-Royce Group on the register of members at any relevant date
<i>New Shares</i>	ordinary shares of 20 pence each (or such lower nominal value as the directors of Rolls-Royce Group shall decide prior to the date on which the Court is asked to sanction the Scheme) in the capital of Rolls-Royce Group to be issued to Rolls-Royce Holdings,
<i>New Special Share</i>	the one special rights non-voting share of £1 in the capital of Rolls-Royce Holdings,
<i>Overseas Shareholder</i>	a Scheme Shareholder who is a citizen, resident or national of any jurisdiction outside the United Kingdom,
<i>£, pence or sterling</i>	the lawful currency of the United Kingdom
<i>Registrar of Companies</i>	the Registrar of Companies in England and Wales,
<i>Rolls-Royce ADR</i>	an ADR issued by the US Depositary representing <ul style="list-style-type: none"> <li>(i) prior to the Scheme Effective Date, the Rolls-Royce Group Ordinary Shares deposited with the US Depositary, and</li> <li>(ii) after the Scheme Effective Date, the Rolls-Royce Holdings Ordinary Shares deposited with the US Depositary,</li> </ul>
<i>Rolls-Royce Group</i>	Rolls-Royce Group plc, a public limited company incorporated in England and Wales (registered number 04706930) whose registered office is at 65 Buckingham Gate, London SW1E 6AT, United Kingdom
<i>Rolls-Royce Group A Ordinary Share</i>	the non-voting A ordinary share of 20 pence in the capital of Rolls-Royce Group, to be issued and allotted pursuant to the special resolutions to be proposed at the Annual General Meeting,
<i>Rolls-Royce Group C Shares</i>	the non-cumulative redeemable preference shares of 0.1 pence each in the capital of Rolls-Royce Group,
<i>Rolls-Royce Group Ordinary Shares</i>	ordinary shares of 20 pence each in the capital of Rolls-Royce Group in issue prior to the Scheme Effective Date
<i>Rolls-Royce Group Shareholder</i>	a holder of Rolls-Royce Group Ordinary Shares from time to time,

<i>Rolls-Royce Holdings</i>	Rolls-Royce Holdings plc, a public limited company incorporated in England and Wales (registered number 07524813), whose registered office is at 65 Buckingham Gate, London SW1E 6AT, United Kingdom
<i>Rolls-Royce Holdings C Shares</i>	the non-cumulative redeemable preference shares of 0.1 pence each in the capital of Rolls-Royce Holdings to be allotted and issued, credited as fully paid, following the Scheme Effective Date,
<i>Rolls-Royce Holdings Ordinary Shares</i>	ordinary shares of 150 pence each in the capital of Rolls-Royce Holdings
<i>Rolls-Royce Holdings Subscriber Shareholders</i>	a holder of Rolls-Royce Holdings Subscriber Shares,
<i>Rolls-Royce Holdings Subscriber Shares</i>	the two subscriber ordinary shares with a nominal value of 150 pence each in the capital of Rolls-Royce Holdings,
<i>Scheme</i>	this scheme of arrangement in its present form or with any modification thereof or addition thereto or condition approved or imposed by the Court and agreed to by Rolls-Royce Group and Rolls-Royce Holdings,
<i>Scheme Effective Date</i>	the date on which the Scheme becomes Effective in accordance with its terms
<i>Scheme Effective Time</i>	the time at which this Scheme becomes Effective on the Scheme Effective Date,
<i>Scheme Record Time</i>	6.00 p.m. on the Business Day immediately prior to the Scheme Effective Date,
<i>Scheme Shareholder</i>	a holder of Scheme Shares,
<i>Scheme Shares</i>	<p>(i) all Rolls-Royce Group Ordinary Shares in issue at the date of the Scheme and remaining in issue at the Scheme Record Time,</p> <p>(ii) all additional (if any) Rolls-Royce Group Ordinary Shares in issue 48 hours prior to the Court Meeting at which the Scheme is approved and remaining in issue at the Scheme Record Time and</p> <p>(iii) all further (if any) Rolls-Royce Group Ordinary Shares which may be in issue immediately prior to confirmation by the Court of the reduction of capital provided for under the Scheme (as further described in Clause 1 below) in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme and remaining in issue at the Scheme Record Time,</p> <p>excluding, for the avoidance of doubt, the Rolls Royce Group A Ordinary Share and the Special Share,</p>
<i>Special Share</i>	the one special rights non-voting share of £1 in the capital of Rolls-Royce Group,
<i>Special Shareholder</i>	prior to the Scheme Effective Time the holder of the Special Share and after the Scheme Effective Time, the holder of the New Special Share being at all times the Secretary of State for Business, Innovation and Skills,
<i>Uncertificated or in Uncertificated form</i>	recorded on the relevant register as in uncertificated form, being held in uncertificated form in CREST and title to which by virtue of CREST Regulations may be transferred by means of CREST,
<i>United Kingdom or UK</i>	the United Kingdom of Great Britain and Northern Ireland, and
<i>US Depositary</i>	The Bank of New York Mellon

- (B) The issued share capital of Rolls-Royce Group as at the date of this Scheme is £400,680,389.04 consisting of 1,872,178,430 Rolls-Royce Group Ordinary Shares, 26,244,702,035 Rolls-Royce Group C Shares and one Special Share, all of which are in issue and fully paid up. On 10 March 2011 (being the latest practicable date prior to the publication of this document), Rolls-Royce Group did not hold any Rolls-Royce Group Ordinary Shares in treasury. All of the Rolls-Royce Group C Shares in issue as at the date of this Scheme are expected to be compulsorily redeemed prior to the Scheme Effective Date. It is proposed that the Rolls-Royce Group A Ordinary Share be issued and allotted to Rolls-Royce Holdings for cash prior to the Scheme Record Time. No Scheme Shares are or will be owned by Rolls-Royce Holdings.
- (C) Rolls-Royce Holdings was incorporated in the United Kingdom as a private limited company on 10 February 2011 with registered number 07524813 under the name Rolls-Royce Holdings Limited. Rolls-Royce Holdings was subsequently re-registered as a public limited company on 8 March 2011 under the name Rolls-Royce Holdings plc. The share capital of Rolls-Royce Holdings as at the date of this Scheme is £50,003 divided into 2 Rolls-Royce Holdings Subscriber Shares (both of which have been issued and are credited as fully paid) and 50,000 redeemable preference shares of £1 each (paid up to a quarter of their value).
- (D) It is proposed that, subject to certain conditions being fulfilled including this Scheme becoming Effective, the share capital of Rolls-Royce Holdings be reduced pursuant to (i) a special resolution of the Rolls-Royce Holdings Subscriber Shareholders to be passed at a general meeting of the Rolls-Royce Holdings Subscriber Shareholders, and (ii) a confirmatory special resolution of the Rolls-Royce Group Shareholders to be passed at the Annual General Meeting.
- (E) Rolls-Royce Holdings and the Special Shareholder have agreed to appear by Counsel at the Court Hearing to sanction this Scheme and to undertake to the Court to be bound by this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by them for the purpose of giving effect to this Scheme.

#### The Scheme

##### 1 Cancellation of the Scheme Shares

- (a) At the Scheme Effective Time, the issued share capital of Rolls-Royce Group shall be reduced by cancelling and extinguishing all of the Scheme Shares.
- (b) Subject to and forthwith upon the said reduction of capital taking effect, the credit arising in the books of account of Rolls-Royce Group as a result of the said reduction of capital shall be capitalised and applied in paying up, in full at par, such number of New Shares as shall be equal to the number (and aggregate nominal value) of the Scheme Shares cancelled in accordance with Clause 1(a) above which shall be allotted and issued credited as fully paid, to Rolls-Royce Holdings, as holder of the Rolls-Royce Group A Ordinary Share.

##### 2 Rolls-Royce Holdings Ordinary Shares

- (a) In consideration of the cancellation of the Scheme Shares and the allotment and issue of the New Shares to Rolls-Royce Holdings pursuant to Clause 1 above, Rolls-Royce Holdings shall (subject to, and in accordance with, the remaining provisions in this Scheme), at the Scheme Effective Time, allot and issue (credited as fully paid) Rolls-Royce Holdings Ordinary Shares to the Scheme Shareholders (as appearing in the register of members of Rolls-Royce Group at the Scheme Record Time) on the following basis

one Rolls-Royce Holdings Ordinary Share for each Scheme Share held at the Scheme Record Time

- (b) The Rolls-Royce Holdings Ordinary Shares shall be issued and credited as fully paid, shall rank equally in all respects with all other fully paid Rolls-Royce Holdings Ordinary Shares and shall be entitled to all dividends and other distributions declared, paid or made by Rolls-Royce Holdings by reference to a record date on or after the Scheme Effective Date.
- (c) The provisions of Clause 2(a) shall be subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, if, in respect of any Overseas Shareholder, Rolls-Royce Holdings is advised that the allotment and issue of Rolls-Royce Holdings Ordinary Shares pursuant to this Clause would or might infringe the laws of any jurisdiction outside the United Kingdom or would or might require Rolls-Royce Holdings to observe any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of Rolls-Royce Holdings, it would be unable to comply or which it regards as unduly onerous, then Rolls-Royce Holdings may in its sole discretion either
  - (i) determine that such Rolls-Royce Holdings Ordinary Shares shall be sold, in which event the Rolls-Royce Holdings Ordinary Shares shall be issued to such Overseas Shareholder and Rolls-Royce Holdings shall appoint a person to act pursuant to this sub-clause 2(c)(i) and such person shall be authorised on behalf of such Overseas Shareholder to procure that any shares in respect of which Rolls-Royce Holdings has made such a determination shall as soon as practicable following the Scheme Effective Date, be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale shall (after the deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) be paid to such Overseas Shareholder by sending a cheque or warrant to such Overseas Shareholder in accordance with the provisions of Clause 3 below. To give effect to

any such sale, the person so appointed shall be authorised on behalf of such Overseas Shareholder to execute and deliver a form of transfer and to give such instructions and do all such things which he may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of Rolls-Royce Group, Rolls-Royce Holdings, any appointee referred to in this sub-clause 2(c)(i) or any broker or agent of any of them shall have any liability for any loss arising as a result of the timing or terms of any such sale, or

- (ii) determine that no such Rolls-Royce Holdings Ordinary Shares shall be allotted and issued to such Overseas Shareholder under this Clause, but instead such Rolls-Royce Holdings Ordinary Shares shall be allotted and issued to a nominee appointed by Rolls-Royce Holdings as trustee for such Overseas Shareholder, on terms that they shall, as soon as reasonably practicable following the Scheme Effective Date, be sold on behalf of such Overseas Shareholder at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale shall (after the deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) be paid to such Overseas Shareholder by sending a cheque or warrant to such Overseas Shareholder in accordance with the provisions of Clause 3 below. In the absence of bad faith or wilful default, none of Rolls-Royce Group, Rolls-Royce Holdings, any nominee referred to in this sub-clause 2(c)(ii) or any broker or agent of any of them shall have any liability for any loss arising as a result of the timing or terms of any such sale

### 3 C Shares

Subject to the allotment and issue of Rolls-Royce Holdings Ordinary Shares to the Scheme Shareholders pursuant to clause 2(a) and from the Scheme Effective Time, any future issues of C Shares shall be by Rolls-Royce Holdings as determined by its board of directors. Accordingly, the issue of C Shares scheduled for July 2011 will be made by Rolls-Royce Holdings and is expected to be made to the holders of Rolls-Royce Group Ordinary Shares on the register on 26 April 2011

### 4 Certificates and payments

- (a) Not later than ten (10) Business Days after the Scheme Effective Date, Rolls-Royce Holdings shall send by post to the allottees of the allotted and issued Rolls-Royce Holdings Ordinary Shares certificates in respect of such shares, save that where Scheme Shares are held in Uncertificated form, Rolls-Royce Holdings shall procure that Euroclear is instructed to cancel the entitlement to Scheme Shares of each of the Scheme Shareholders concerned and to credit to the appropriate stock accounts in CREST of the Scheme Shareholders concerned their due entitlements to Rolls-Royce Holdings Ordinary Shares
- (b) Not later than ten (10) Business Days following the sale of any relevant Rolls-Royce Holdings Ordinary Shares pursuant to Clause 2(c), Rolls-Royce Holdings shall procure that the nominee appointed under Clause 2(c)(i) or the person appointed under Clause 2(c)(ii) shall account for the cash payable by despatching to the persons respectively entitled thereto, cheques and/or warrants by post or by any direct, bank or other funds transfer or, in the case of an Uncertificated share, by the relevant system
- (c) All certificates required to be sent by Rolls-Royce Holdings pursuant to Clause 4(a) and all cheques and/or warrants required to be sent pursuant to Clause 4(b) shall be sent by post in pre-paid envelopes addressed to the persons respectively entitled thereto at their respective addresses appearing in the register of members of Rolls-Royce Group at the Scheme Record Time (or, in the case of joint holders, to the address of that one of the joint holders whose name stands first in the register in respect of the joint holding) or in accordance with any special instructions regarding communications received at the registered office of Rolls-Royce Group prior to the Scheme Record Time
- (d) If the Rolls-Royce Holdings Ordinary Shares are consolidated or subdivided or if the nominal value of the Rolls-Royce Holdings Ordinary Shares is reduced prior to the despatch of any certificates or the giving of any instructions in accordance with this Clause 3, the certificates or instructions shall relate to such Rolls-Royce Holdings Ordinary Shares as so consolidated, subdivided and/or reduced
- (e) None of Rolls-Royce Group, Rolls-Royce Holdings, any nominee referred to in sub-clause 2(c)(i), such person appointed to act under sub-clause 2(c)(ii) or any agent of any of them shall be responsible for any loss or delay in transmission of certificates, cheques or warrants sent in accordance with this Clause 4
- (f) All cheques and warrants shall be made payable to the Scheme Shareholder or, in the case of joint holders, to the first-named of such holders of the Scheme Shares concerned in sterling drawn on a UK clearing bank, and the encashment of any such cheque or warrant shall be a complete discharge to Rolls-Royce Holdings for the monies represented thereby. With respect to Scheme Shareholders who hold their Scheme Shares in Uncertificated form, all assured payment obligations created by Euroclear in favour of the payment bank of the persons entitled thereto for any sums payable to them respectively pursuant to Clause 2 above, shall be a complete discharge of Rolls-Royce Holdings for the monies represented thereby
- (g) This Clause 4 shall take effect subject to any prohibition or condition imposed by law

## **5 Certificates representing Scheme Shares**

With effect from and including the Scheme Effective Date, all certificates representing holdings of Scheme Shares shall cease to have effect as documents of title to the Scheme Shares comprised therein and every holder of Scheme Shares should destroy such certificates upon receipt of their share certificate for Rolls-Royce Holdings Ordinary Shares

## **6 Record of Cancellation of Scheme Shares**

- (a) Euroclear shall be instructed to cancel the entitlements to Scheme Shares of holders of Scheme Shares in Uncertificated form and appropriate entries shall be made in Rolls-Royce Group's register of members, with effect from the Scheme Effective Date, to reflect their cancellation
- (b) As regards Certificated Scheme Shares, appropriate entries shall be made in Rolls-Royce Group's register of members, with effect from the Scheme Effective Date to reflect their cancellation

## **7 Mandates and instructions**

Each mandate in force and duly notified to Rolls-Royce Group at the Scheme Record Date relating to the payment of dividends or the redemption of Rolls-Royce Group C Shares and bonus share issues on Scheme Shares and each instruction, election and communication preference then in force as to notices and other communications (including electronic communications) from Rolls-Royce Group shall, unless and until varied or revoked, be deemed, from and including the Scheme Effective Date, to be a valid and effective mandate or instruction to Rolls-Royce Holdings in relation to the corresponding Rolls-Royce Holdings Ordinary Shares to be allotted and issued pursuant to this Scheme

## **8 Scheme Effective Date**

- (a) The Scheme shall become Effective as soon as an office copy of the Court Order (including a copy of the related statement of capital) shall have been duly delivered to the Registrar of Companies for registration and
- (b) Unless the Scheme shall have become Effective on or before 31 December 2011 or such later date, if any, as Rolls Royce Group and Rolls-Royce Holdings may agree and the Court may allow, this Scheme shall never become Effective

## **9 Modification**

Rolls-Royce Group and Rolls-Royce Holdings may jointly consent on behalf of all persons concerned to any modification of, or addition to, the Scheme or to any condition which the Court may think fit to approve or impose

## **10 Costs**

Rolls-Royce Group is authorised and permitted to pay all the costs and expenses relating to the negotiation preparation and implementation of the Scheme.

## **11 ADRs**

Rolls-Royce ADRs (each representing five Rolls-Royce Group Ordinary Shares before the Scheme Effective Date) will not be cancelled but will continue after such time At the Scheme Effective Time, the US Depository will be issued with Rolls-Royce Holdings Ordinary Shares in lieu of its Rolls-Royce Group Ordinary Shares Therefore, Rolls-Royce ADR holders will continue to hold the same instrument but, from the Scheme Effective Date the Rolls-Royce ADRs will instead simply represent five Rolls-Royce Holdings Ordinary Shares

Dated 22 March 2011



# SH19

## Statement of capital



A fee is payable with this form.  
Please see 'How to pay' on the last page

☒ **What this form is for**  
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

☒ **What this form is NOT for**  
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 1 Company details

Company number 0 4 7 0 6 9 3 0

Company name in full ROLLS-ROYCE GROUP PLC

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution.

### 2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling.  
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A ORDINARY	0.20	NIL	1	£ 0.20
SPECIAL RIGHTS NON VOTING	1.00	NIL	1	£ 1.00
				£
				£
<b>Totals</b>			1	£ 1.20

### 3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

① Including both the nominal value and any share premium

② Total number of issued shares in this class.

③ Number of shares issued multiplied by nominal value of each share.

#### Continuation pages

Please use a Statement of Capital continuation page if necessary.

## SH19

## Statement of capital

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

**Continuation pages**

Please use a Statement of Capital continuation page if necessary.

③ Total number of issued shares in this class.

**4 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate ④  
nominal value

④ **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately.  
For example £100 + 100 + \$10 etc.

**5 Statement of capital (Prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3

Class of share

A ORDINARY

Prescribed particulars  
⑤

See continuation sheet

⑤ **Prescribed particulars of rights attached to shares**

The particulars are

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

SPECIAL RIGHTS NON VOTING

Prescribed particulars  
⑤

See continuation sheet


## SH19

## Statement of capital

Class of share		<b>④ Prescribed particulars of rights attached to shares</b> The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary.
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

6

## Signature

I am signing this form on behalf of the company.		<b>⑤ Societas Europaea</b> If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.  <b>⑥ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
Signature	Signature X  X	
This form may be signed by: Director②, Secretary, Person authorised③, CIC manager		

SH19

## Statement of capital

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name

Company name Freshfields Bruckhaus Deringer

Address 65 Fleet Street

Post town London

County/Region

Postcode E C 4 Y 1 H S

Country UK

DX

Telephone +44 20 7936 4000

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record.

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N R Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars ①	<p>(a) Voting rights The holder of the A Ordinary Share shall have no right to attend or vote at any general meeting of the Company</p> <p>(b) Dividends The holder of the A Ordinary Share shall not be entitled to receive a dividend or other distribution or to have any other right to participate in the profits of the Company.</p> <p>(c) Capital rights On a return of capital or winding-up of the Company, the holder of the A Ordinary Share shall be entitled, subject to payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amount paid up or credited as paid up on the A Ordinary Share, but shall have no further or other right to participate in the assets of the Company.</p> <p>(d) Redemption rights The A Ordinary Share is not redeemable</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>

# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SPECIAL RIGHTS NON VOTING	
<p>Prescribed particulars ①</p>	<p>The Special Share may only be issued to, held by and transferred to the Secretary of State for Trade and Industry, a Minister of the Crown or any person acting on behalf of the Crown (the Special Shareholder).</p> <p>a) Voting rights The Special Shareholder shall be entitled to receive notice of and to attend and speak at any general meeting or any meeting of any class of shareholders of the Company but the Special Share carries no right to vote nor any other rights at any general meeting.</p> <p>b) Dividends The Special Share confers no rights to receive dividends.</p> <p>c) Capital Rights In a distribution of capital on a winding up of the Company, the Special Shareholder is entitled to repayment of the capital paid up on the Special Share in priority to any repayment of capital to any other member. The Special Share confers no other right to participate in the capital or profits of the Company</p> <p>d) Redemption rights The Special Shareholder may, subject to the provisions of the Act, require the Company to redeem the Special Share at par at any time by serving written notice upon the Company and delivering the relevant share certificate.</p> <p>e) Other rights Certain Articles within the Company's Articles of Association, in particular those relating to the foreign shareholding limit, disposals and the nationality of directors, may only be altered with the consent of the Special Shareholder. The provisions relating to disposals ensure that that no member of the Group can make any disposal which constitutes a disposal of the whole or a material part of either (a) the assets of the Nuclear Business or (b) the assets of the Group as a whole, without, in any such case, the prior consent in writing of the Special Shareholder</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>

No. 1723 of 2011



**IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT  
MR JUSTICE LEWISON**

**IN THE MATTER OF  
ROLLS-ROYCE GROUP PLC**

**AND**

**IN THE MATTER OF THE  
COMPANIES ACT 2006**

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**ORDER**

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**SOLICITORS FOR THE COMPANY**